

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ABRAHAM ATACHBARIAN ROTH IRA,
On Behalf of Itself and All Others Similarly
Situated,

Plaintiff,

v.

SYNUTRA INTERNATIONAL, INC.,
LIANG ZHANG, YALIN WU, LEI LIN,
JINRONG CHEN, DONGHAO YANG,
DAVID HUI LI, and BEAMS POWER
MERGER SUB LIMITED,

Defendants.

Case No. 1:16cv - 01302 LPS

**STIPULATION AND PROPOSED ORDER DISMISSING ACTION AND
RETAINING JURISDICTION TO DETERMINE PLAINTIFFS' APPLICATION
FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

WHEREAS, on November 17, 2016, Synutra International, Inc., (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement", the "Merger") with Beams Power Investment Limited ("Beams"), pursuant to which Beams proposed to acquire all the outstanding shares of Synutra stock for \$6.05 per share;

WHEREAS, in connection with the Merger, on December 9, 2016, Synutra issued a Preliminary Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 ("Section 14A", the "Preliminary Proxy");

WHEREAS, on December 22, 2016, the Abraham Atachbarian Roth IRA ("Plaintiff") filed its proposed class action complaint (the "Complaint") commencing this action (the

“Action”), and alleging among other things, that the Preliminary Proxy was materially false and misleading pursuant to Section 14A;

WHEREAS, on January 23, 2017, the Company filed a revised preliminary proxy (the “January Proxy”), making certain of the disclosures identified in the Complaint;

WHEREAS, thereafter counsel for the parties engaged in discussions regarding further disclosures to be made by the Company in a final proxy statement (the “Final Proxy”);

WHEREAS, as a consequence of these discussions, Defendants made certain further disclosures (the “Further Disclosures”) in the Final Proxy attendant to the Merger and filed with the SEC on March 9, 2017, which Further Disclosures are memorialized in emails between counsel;

WHEREAS, based upon Plaintiff’s counsel’s review and analysis of the January Proxy and the Final Proxy, Plaintiff believes that sufficient information has been disclosed in the Final Proxy to warrant dismissal of the Action as moot;

WHEREAS, Defendants concur that the Action is moot in light of the disclosures already made and the Further Disclosures made in the Final Proxy;

WHEREAS, it is the intention of Plaintiff to dismiss the Action with prejudice as moot as to Plaintiff and without prejudice as to other putative class members and to submit an application for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application");

WHEREAS, each of the Defendants reserves the right to oppose the Fee and Expense Application; and

WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff or his attorneys and no promise or agreement to give any such compensation has been made, nor has any discussion relating to any such compensation taken place between the parties;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between Plaintiff and Defendants, by and through their undersigned counsel, subject to the approval of the Court, as follows:

1. The parties jointly stipulate to dismissal of the Action with prejudice as to Plaintiff only, with costs and attorneys' fees to be determined as set forth below.
2. Defendants agree that the filing of the Complaint and other actions taken by the Plaintiff in the Action substantially caused certain proxy disclosures to be made in the January Proxy and the Further Disclosures as contained in the Final Proxy.
3. The parties agree to attempt to negotiate legal fees and expenses for Plaintiff in good faith.
4. The parties stipulate that the Court retains jurisdiction to award Plaintiff reasonable attorneys' fees and costs.
5. If the parties are unable to resolve amicably the matter of attorneys' fees and costs within sixty (60) days from the date of dismissal, Plaintiff shall notify the Court and file a motion for fees and costs in accordance with the Federal and Local Rules of Court.

Dated: March 16, 2017

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SO ORDERED this day of , 2017.

The Honorable Leonard P. Stark